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10 Attorneys for TiVo Inc.

11 **UNITED STATES BANKRUPTCY COURT**
12 **FOR THE EASTERN DISTRICT OF VIRGINIA**
12 **RICHMOND DIVISION**

13 In re Chapter 11

14 **CIRCUIT CITY STORES, INC., et al.** Case No. 08-35653 (KRH)

15 Debtors. (Jointly Administered)

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18 **DECLARATION OF PAVEL KOVAR IN SUPPORT OF THE CONDITIONAL**
19 **OBJECTION OF TIVO INC. TO DEBTORS' FORTY EIGHTH OMNIBUS OBJECTION**
20 **TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(b)(9) CLAIMS AND MOTION**
21 **FOR (I) AUTHORITY TO SETOFF AGAINST SUCH EXPENSES AND CLAIMS AND**
21 **(II) A WAIVER OF THE REQUIREMENT THAT THE FIRST HEARING ON ANY**
22 **RESPONSE PROCEED AS A STATUS CONFERENCE**

23 I, PAVEL KOVAR, declare as follows:

24 1. I am the Corporate Controller of TiVo Inc. ("TiVo"). All facts set forth in
25 this Declaration are based on my personal knowledge, upon information supplied to me by others
26 who are working under my direction, or upon my review of relevant documents. If called upon
27 to testify, I could and would testify competently with respect thereto, except to matters stated to
28 be on information and belief, which matters I believe to be true.

1 2. I submit this Declaration in support of the Conditional Objection (the
2 "Objection") of TiVo to Debtors' Forty-Eighth Omnibus Objection to Certain Administrative
3 Expenses and 503(b)(9) Claims and Motion for (i) Authority to Setoff Against Such Expenses
4 and Claims and (ii) a Waiver of the Requirement that the First Hearing on any Response Proceed
5 as a Status Conference, entered on October 13, 2009 [Doc 5211] (the "Setoff Motion").

6 3. The following is a summary of the claims filed by TiVo, obtained from the
7 Claim's Agents website for the above captioned case on November 3, 2009
8 (<http://www.kccllc.net/Creditor/CR130.asp>). Upon information and belief, the information
9 contained in this summary is true and correct:

Circuit City Stores, Inc. Search Results Creditor Name: Begins With "tivo"									
Date Claim Filed	Claim No.	Schedule	Nature	Name	Amount	C*	U*	D*	Debtor
1/29/2009	7801		General Unsecured	TIVO INC	\$313,781.32				Circuit City Stores, Inc.
6/26/2009	13676		Admin Priority	TiVo Inc	\$166,530.00				Circuit City Stores, Inc.
12/18/2008	1222		Admin Priority	TIVO INC	\$35,400.00				Circuit City Stores, Inc.

16 4. All of the foregoing claims arose in the ordinary course of business for
17 goods sold by TiVo to the Debtors.

18 5. I and those acting at his direction have personal knowledge of the
19 foregoing claims and can provide additional information as necessary.

20 6. My contact information is below:

21 Pavel Kovar
22 Corporate Controller
23 TiVo Inc.
24 2160 Gold Street
25 Alviso, CA 95002
26 Telephone: (408) 519-9546

27 7. The Objection is based on the above referenced proofs of claim filed by
28 TiVo, as well as the facts and statements set forth in the Debtors' Setoff Motion.

27 8. Upon information and belief, the facts related to the Objection are not in
28

1 dispute. Accordingly, TiVo does not intend to introduce additional evidence or documentation
2 related to its claim, beyond what was filed with the above referenced claims.

3 9. All correspondence related to this matter, including notices and any reply
4 papers should be sent to:

5 TiVo Inc.,
6 Attention: Laurence A. Denny
7 Associate General Counsel & Sr. Director of Securities and Compliance
8 2160 Gold Street,
9 Alviso, CA 95002,
Telephone: (408) 519-9587,
Fax: (408) 519-5338.

9 With copies to:

10 Ted A. Dillman
11 Latham & Watkins LLP
12 355 S. Grand Avenue
13 Los Angeles, CA 90071-1560
14 Telephone: (213) 891-8603
15 Fax: (213) 891-8763
16 Peter G. Zemanian
17 Zemanian Law Group
18 600 Town Point Center 150 Bush Street
19 Norfolk, VA 23510
Telephone: (757) 622-0090
Fax: (757) 622-0096

20 10. All requests for additional information should be directed to
21 Ted A. Dillman of Latham & Watkins LLP. He may be reached directly at (213) 891-8603 or at
22 ted.dillman@lw.com.

23 [SIGNATURE PAGE FOLLOWS]
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1 I declare under penalty of perjury under the laws of the United States of America
2 that the foregoing is true and correct, and that this declaration was executed on
3 November 3, 2009, at Alviso, California.

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Pavel Kovar